

# TODTMAN, NACHAMIE, SPIZZ & JOHNS, P. C.

MARTIN TODTMAN  
BARTON NACHAMIE  
ALEX SPIZZ  
PETER A. JOHNS\*  
ROBERT D. TOLZ  
ARTHUR GOLDSTEIN  
PERRY L. COHEN  
IVAN SERCHUK  
PAUL RICHARD KARAN  
JOSEPH P. CERVINI, JR.  
JANICE B. GRUBIN

SENIOR COUNSEL  
STEPHEN D. OESTREICH

SPECIAL COUNSEL  
WESLEY CHEN

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January 19, 2011

## - Via By Hand -

The Honorable Arthur J. Gonzalez  
Chief United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004

## - Via Email -

Schuyler G. Carroll, Esq.  
Robert Hirsh, Esq.  
Arent Fox LLP  
1675 Broadway  
New York, NY 10019-5820

## - Via Email -

Armando Arce, Jr., Controller  
Rock & Republic Enterprises, Inc.  
3523 Eastham Drive  
Culver City, CA 90232

## - Via Email -

Richard Morrissey, Esq.  
Office of the United States Trustee  
33 Whitehall Street – 21<sup>st</sup> Floor  
New York, NY 10004

Re: Rock & Republic Enterprises, Inc., et al.  
Chapter 11 Case No. 10-11728 (AJG) (Jointly Administered)

Pursuant to an Order dated April 28, 2010 our firm was retained nunc pro tunc to April 1, 2010 to represent the Debtors-in-Possession in the above referenced Chapter 11 case. By Order dated April 29, 2010 (the "Compensation Order") the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses.

During the period from December 1, 2010 through December 31, 2010 our fees for services rendered as counsel to the Debtors-in-Possession were \$158,508.00. Our disbursements during this period were \$1,008.14. A detailed billing statement for the

262887 v1



LAWYERS ASSOCIATED  
WORLDWIDE

MEMBER OF LAWYERS ASSOCIATED WORLDWIDE WITH LAW FIRMS IN OVER 106 JURISDICTIONS

**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P. C.**

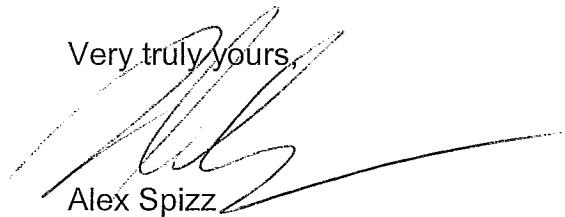
Armando Arce, Jr.  
Schuyler G. Carroll, Esq.  
Robert Hirsh, Esq.  
Richard Morrissey, Esq.  
January 19, 2011  
Page 2 of 2

period is enclosed for your information and review. The billing statement sets forth the name of each attorney who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

**BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C. DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.**

In accordance with Compensation Order unless we receive an objection to our monthly billing statement is received within thirty-five (35) days following the month of which compensation is sought, the Debtors shall remit to Todtman, Nachamie, Spizz & Johns, P.C. the sum of \$126,806.40 representing 80% of \$158,508.00 and \$1,008.14 representing 100% of the disbursements incurred during the applicable period, for a total payment of \$127,814.54.

If you have any questions with respect to this billing statement, please do not hesitate to contact the undersigned.

Very truly yours,  
  
Alex Spizz

AS:sn  
Enclosure

**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.**  
425 PARK AVENUE  
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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

Page: 1  
January 18, 2011  
CLIENT NO: 11931M

ATTN: ARMANDO ARCE, JR.

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COVER STATEMENT

	Balance
11931-0000 RE: CASE ADMINISTRATION	\$2,789.00
11931-0001 RE: CASH COLLATERAL & FINANCING	\$4,221.00
11931-0003 RE: ASSET DISPOSITION	\$12,016.00
11931-0004 RE: ASSET ANALYSIS & RECOVERY	\$550.00
11931-0005 RE: BUSINESS OPERATIONS	\$7,374.50
11931-0006 RE: CLAIMS ADMINISTRATION & OBJECTIONS	\$39,520.00
11931-0008 RE: FEE APPLICATIONS	\$7,014.00
11931-0009 RE: FEE/EMPLOYMENT OBJECTIONS	\$672.00
11931-0010 RE: PLAN & DISCLOSURE STATEMENT	\$83,039.00
11931-0013 RE: LEASES/EXCUTORY CONTRACTS	\$1,312.50
 TOTAL FEES	 \$158,508.00
 TOTAL EXPENSES	 \$1,008.14
 TOTAL FEES AND EXPENSES	 <u>\$159,516.14</u>

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 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

Page: 1  
 January 18, 2011

CLIENT NO: 11931-0000M  
 STATEMENT NO: 209660

ATTN: ARMANDO ARCE, JR.

RE: CASE ADMINISTRATION

LEGAL SERVICES

DATE	DESCRIPTION	TIME	FEE
12/01/2010	AS TELEPHONE CONFERENCE WITH GRAEME SILBERT - CASH FLOWS AND BUDGET	0.60	330.00
12/02/2010	JLM COORDINATE REVISIONS AND TABLES WITH G. VALENTINE	0.20	84.00
12/10/2010	AS TELEPHONE CONFERENCE WITH POTENTIAL ACCOUNTING EXPERT FOR SIMMS SEGAL	0.50	275.00
12/17/2010	JLM E-MAILS TO DEBTORS' EMPLOYEES TO OBTAIN ABBREVIATED ORGANIZATIONAL CHART; PREPARE SAME	0.50	210.00
12/20/2010	JLM CONFERENCE WITH A. SPIZZ RE: ROSEN SEYMOUR SHAPSS MARTIN FIRM AND PREPARING MOTION TO RETAIN RSSM AS FORENSIC ACCOUNTANTS; E-MAILS WITH A. SPIZZ RE: SAME; E-MAILS WITH R. MODANSKY OF RSSM RE: SAME	0.30	126.00
12/21/2010	JLM E-MAIL TO ROBERT MODANSKY RE: RETENTION OF RSSM AS FORENSIC ACCOUNTANTS AND TELEPHONE CONFERENCE WITH R. MODANSKY RE: SAME	0.20	84.00
	JLM TELEPHONE CONFERENCE WITH J. RENERT RE: SERVICE LIST FOR DISCLOSURE STATEMENT AND MOTIONS AND CONFERENCE WITH A. GOLDSTEIN AND SHEREE NOBLES RE: SAME	0.20	84.00
	JLM DRAFT APPLICATION AND PROPOSED ORDER TO RETAIN RSSM	1.00	420.00
12/23/2010	JLM E-MAIL TO AND TELEPHONE CONFERENCE WITH R. MODANSKY; CONTINUE TO DRAFT RETENTION		

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 LAURIE NEWMAN AT EXTENSION 309 OR [lnewman@tnsj-law.com](mailto:lnewman@tnsj-law.com)

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0000M

STATEMENT NO: 209660

RE: CASE ADMINISTRATION

		<u>TIME</u>	
	APPLICATION, AFFIDAVIT, PROPOSED ORDER AND NOTICE OF MOTION FOR RETENTION OF RSSM AS FORENSIC ACCOUNTANTS; E-MAILS WITH MODANSKY RE: SAME	1.60	672.00
12/28/2010	JLM E-MAIL TO R. MODANSKY TO FOLLOWUP FOR RSSM RETENTION PAPERS	0.10	42.00
	JLM E-MAIL TO A. SPIZZ AND A. GOLDSTEIN RE: SCHEDULING HEARING ON RSSM RETENTION	0.10	42.00
12/29/2010	JLM E-MAIL TO R. MODANSKY RE: RETENTION AND E-MAILS WITH A. SPIZZ AND A. GOLDSTEIN RE: RSSM RETENTION HEARING DATE AND NUNC PRO TUNC RETENTION (.2); REVIEW MODANSKY SIGNED REVISED RETENTION AFFIDAVIT AND REVISE RSSM RETENTION APPLICATION AND PROPOSED ORDER (.4); E-MAIL RETENTION PAPERS TO G. LURIE (.1); PREPARE RSSM RETENTION PAPERS AND EXHIBITS FOR SERVICE AND FILING (2.)	0.90	378.00
12/30/2010	JLM E-MAIL TO B. GONSALVES RE: SERVICE OF RSSM RETENTION APPLICATION AND E-MAILS TO A. GOLDSTEIN AND A. SPIZZ RE: RSSM RETENTION APPLICATION	0.10	42.00
	TOTAL LEGAL SERVICES THIS MATTER	6.30	<u>2,789.00</u>

DISBURSEMENTS

PHOTOCOPYING	53.60
GROUND TRANSPORTATION	152.75
POSTAGE	112.26
MEAL(S)	76.48
FEDERAL EXPRESS	49.91
SECRETARY OVERTIME	385.00
PRIMUS TELECOMMUNICATIONS	24.16
AT & T TELECONFERENCE SERVICES	31.26
LEXIS NEXIS - RESEARCH CHARGES	122.72
TOTAL DISBURSEMENTS THROUGH 12/31/2010	<u>1,008.14</u>
TOTAL CURRENT WORK	3,797.14

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

RE: CASE ADMINISTRATION

Page: 3

January 18, 2011

CLIENT NO: 11931-0000M  
STATEMENT NO: 209660

TOTAL THIS MATTER \$3,797.14

TOTAL DUE THIS MATTER \$3,797.14

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ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

Page: 1

January 18, 2011

CLIENT NO: 11931-0001M  
 STATEMENT NO: 209661

ATTN: ARMANDO ARCE, JR.

RE: CASH COLLATERAL & FINANCING

**LEGAL SERVICES**

		<u>TIME</u>	
12/13/2010	AG E-MAILS WITH RKF ATTORNEY RE: INT. PAYMENT	0.20	105.00
12/21/2010	AG TELEPHONE CONFERENCE WITH LURIE RE: CIT STATUS	0.30	157.50
	AG TELEPHONE CONFERENCE WITH CIT ATTORNEY RE: FACTORING EXTENSION	0.20	105.00
	AG TELEPHONE CONFERENCE WITH LURIE RE: EXTENSION OF FACTORING ARRANGEMENT	0.20	105.00
	AG TELEPHONE CONFERENCE WITH CLIENT; TELEPHONE CONFERENCE WITH CIT ATTORNEY RE: EXTEND FACTORING AGREEMENT	1.10	577.50
	AG TELEPHONE CONFERENCE WITH SILBERT RE: BUDGET FOR CIT	0.50	262.50
12/22/2010	AG TELEPHONE CONFERENCE WITH LURIE RE: CIT EXTENSION; REVIEW BUDGET	1.30	682.50
	AG TELEPHONE CONFERENCE WITH SILBERT RE: BUDGET	0.40	210.00
12/23/2010	AG TELEPHONE CONFERENCE WITH G. LURIE RE: CIT STATUS	0.30	157.50
	AG REVIEW FACTORING ORDER/EXTENSION	0.20	105.00
12/28/2010	AG TELEPHONE CONFERENCE WITH SILBERT RE: BUDGET FOR CIT AND REVIEW TERMS FOR EXTENSION (.5); REVISE FACTORING STIPULATION (.5)	1.00	525.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0001M  
STATEMENT NO: 209661

RE: CASH COLLATERAL & FINANCING

TIME

12/29/2010

AG	TELEPHONE CONFERENCES WITH CIT COUNSEL RE: EXTEND FACTOR AGREEMENT (.5); TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL RE: FACTOR AGREEMENT (.3); REVIEW BUDGET TO BE ALLOCATED TO STIPULATION (.3); TELEPHONE CONFERENCE WITH G. SILBERT RE: SAME (.3)	1.40	735.00
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AG	TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL AND SILBERT RE: STIPULATION EXTENDING FACTORING AGREEMENT AND BUDGET	0.30	157.50
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AG	EXECUTE AND ARRANGE FOR FILING STIPULATION EXTENDING FACTORING AGREEMENT	0.40	210.00
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12/30/2010

JLM	TELEPHONE CONFERENCE CALL WITH R. HIRSH, A. GOLDSTEIN AND J. RENERT RE: CIT AND EXTENDING FINANCING AND ESCROW AGREEMENT ISSUES (.2); CONFERENCE WITH A. GOLDSTEIN RE: SAME (.1)	0.30	126.00
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	TOTAL LEGAL SERVICES THIS MATTER	8.10	4,221.00
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	TOTAL CURRENT WORK		4,221.00
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	TOTAL THIS MATTER		<u>\$4,221.00</u>
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	TOTAL DUE THIS MATTER		<u>\$4,221.00</u>
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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

January 18, 2011

CLIENT NO: 11931-0003M  
STATEMENT NO: 209662

ATTN: ARMANDO ARCE, JR.

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RE: ASSET DISPOSITION

LEGAL SERVICES

		<u>TIME</u>	
12/02/2010	AS	0.60	330.00
	TELEPHONE CONFERENCE WITH ATTORNEY FOR PROSPECTIVE PURCHASER AND E-MAIL TO DEBTOR		
12/07/2010	AG	1.00	525.00
	REVIEW TRADEMARK OFFICE - MARKS REGISTERED		
	AG	2.00	1,050.00
	REVIEW DRAFT APA AND PLAN FROM COMMITTEE		
	AG	1.90	997.50
	TELEPHONE CONFERENCE WITH R. RUBENFELD PROFESSIONALS RE: APA AND PLAN (UF)		
	AG	0.40	210.00
	TELEPHONE CONFERENCE WITH GL RE: DRAFT APA		
12/08/2010	AG	3.40	1,785.00
	REVIEW DRAFT COMMITTEE APA AND PLAN; DISCUSSION WITH GL A. SPIZZ		
	AG	3.00	1,575.00
	ATTEND MEETING WITH COMMITTEE AND PROPOSED PURCHASER'S PROFESSIONALS RE: DRAFT APA AND PLAN		
	AG	1.50	787.50
	TELEPHONE CONFERENCE WITH RR PROFESSIONALS RE: REVISED PROPOSAL FROM PROSPECTIVE PURCHASER		
12/09/2010	AG	0.80	420.00
	TELEPHONE CONFERENCE WITH PROSPECTIVE PURCHASER AND JULIAN STEINBERG		
	AG	1.50	787.50
	TELEPHONE CONFERENCE WITH CLIENT AND RR PROFESSIONALS RE: STATUS OF NEGOTIATIONS WITH PROSPECTIVE PURCHASER		
12/13/2010	AG	1.00	525.00
	TELEPHONE CONFERENCE WITH COMMITTEE RE: DISCUSSION WITH PROPOSAL AND PROPOSED REVISIONS		

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ROCK &amp; REPUBLIC ENTERPRISES, INC.

Page: 2

January 18, 2011

CLIENT NO: 11931-0003M  
STATEMENT NO: 209662

RE: ASSET DISPOSITION

		<u>TIME</u>
12/14/2010	JLM TELEPHONE CONFERENCE WITH MORRISSEY AND A. GOLDSTEIN RE: STATUS OF PLAN (.2); CONFERENCE WITH A. GOLDSTEIN AND A. SPIZZ RE: HEARING TOMORROW (.1); CONFERENCE CALL WITH A. SPIZZ, A. GOLDSTEIN AND COMMITTEE RE: HEARING TOMORROW (.2)	0.50 210.00
12/17/2010	AS REVIEW MOTION AND APPLICATION TO APPROVE BIDDING PROCEDURES	0.60 330.00
12/20/2010	AS REVISE PROPOSED ESCROW AGREEMENT PER APA	1.20 660.00
12/23/2010	AS TELEPHONE CONFERENCE WITH PROFESSIONAL - WIND DOWN	1.00 550.00
12/27/2010	AG REVIEW ESCROW AGREEMENT RE: STERLING	0.40 210.00
12/28/2010	BN TELEPHONE CONFERENCE WITH DAVID MINDER (ATTORNEY FOR STERLING NATIONAL BANK) RE: ESCROW AGREEMENT AND DISCUSSION WITH A. GOLDSTEIN RE: SAME	0.30 171.00
	AG TELEPHONE CONFERENCES WITH STERLING BANK RE: ESTABLISHMENT OF ESCROW ACCOUNT ; TELEPHONE CONFERENCE WITH VF ATTORNEY RE: SAME	0.90 472.50
12/29/2010	AG REVIEW AND REVISE DRAFT ESCROW AGREEMENT (.5); TELEPHONE CONFERENCE WITH STERLING BANK REP. (.3)	0.80 420.00
	TOTAL LEGAL SERVICES THIS MATTER	22.80 12,016.00
	TOTAL CURRENT WORK	12,016.00
	TOTAL THIS MATTER	<u>\$12,016.00</u>
	TOTAL DUE THIS MATTER	<u>\$12,016.00</u>

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Page: 1

ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

January 18, 2011

CLIENT NO: 11931-0004M  
STATEMENT NO: 209663

ATTN: ARMANDO ARCE, JR.

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RE: ASSET ANALYSIS & RECOVERY

LEGAL SERVICES

		<u>TIME</u>	
12/20/2010			
AS	CONFERENCE WITH DEBTOR AND PROFESSIONALS	1.00	550.00
	RE: IMPLEMENTATION OF PLAN	<u>1.00</u>	<u>550.00</u>
	TOTAL LEGAL SERVICES THIS MATTER	1.00	550.00
	TOTAL CURRENT WORK		550.00
	TOTAL THIS MATTER		<u>\$550.00</u>
	TOTAL DUE THIS MATTER		<u>\$550.00</u>

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 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

Page: 1

January 18, 2011

CLIENT NO: 11931-0005M  
 STATEMENT NO: 209664

ATTN: ARMANDO ARCE, JR.

RE: BUSINESS OPERATIONS

LEGAL SERVICES

			TIME
12/01/2010	AG	TELEPHONE CONFERENCE WITH INSURANCE AGENT RE: QUESTIONS ABOUT CANCELLATION CHANGES	0.30 157.50
	AG	TELEPHONE CONFERENCE WITH G. SILBERT RE: CASE STATUS	0.40 210.00
12/02/2010	AG	REVIEW STOCK (INV.) ENDORSED (INS. COVERAGE); TELEPHONE CONFERENCE WITH BROKER AND CLIENT	0.60 315.00
	AG	TELEPHONE CONFERENCE WITH CREDITORS RE: CASE STATUS	0.60 315.00
12/06/2010	AG	REVIEW REVISED STOCK INS. COVERAGE; CONFIRM MOTION ADJ. TO 12/15	0.40 210.00
	JLM	CONFERENCE WITH A. GOLDSTEIN RE: INSURANCE FINANCING MOTION; CALENDAR ADJOURNED DATE	0.10 42.00
12/07/2010	AG	E-MAILS WITH JEFF KAPLAN RE: RFK INCLUDING TRAVEL PAYMENTS; TELEPHONE CONFERENCE WITH G. SILBERT RE: SAME	0.60 315.00
12/08/2010	AG	E-MAIL WITH RENART AND INS. BROKER RE: WOULD INSURANCE PREMIUM REDUCED FROM 80% TO 25%	0.30 157.50
12/09/2010	AG	REVIEW INSURANCE POLICY; TELEPHONE CONFERENCE WITH BROKER AND CLIENT	0.50 262.50
12/10/2010	AG	TELEPHONE CONFERENCE WITH INSURANCE AGENT RE: WED. HEARING - INSURANCE POLICY INFORMATION	0.60 315.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0005M  
STATEMENT NO: 209664

RE: BUSINESS OPERATIONS

			<u>TIME</u>
12/13/2010	AG	CONFERENCE WITH G. LURIE AND A. SPIZZ RE: CASE UPDATE	0.60 315.00
12/14/2010	AG	TELEPHONE CONFERENCE WITH GS RE: PAYMENT OF RKF INT. PAYMENT AND STATUS OF OPERATIONS	0.60 315.00
	AG	TELEPHONE CONFERENCE WITH GS RE: PAYMENT OF INT. PAYMENT AND LEASE PAYMENT	0.20 105.00
	JLM	PREPARATION OF FILES FOR HEARING TOMORROW FOR A. GOLDSTEIN TO TAKE TO COURT	0.20 84.00
	AS	REVIEW RESPONSE TO OBJECTION TO EXCLUSIVITY FILED BY RKF	0.40 220.00
12/15/2010	AG	REVIEW INSURANCE PREMIUM AND EXCLUSIVITY MOTIONS RE: THIS MORNING HEARING	0.50 262.50
	AG	COURT APPEARANCE RE: DEBTOR'S MOTION FOR INSURANCE FINANCING AND EXCLUSIVITY MOTIONS (2.) ; TRAVEL TO AND FROM COURT (1.2)	3.20 1,680.00
	JLM	CONFERENCE WITH A. GOLDSTEIN RE: HEARING ON EXCLUSIVITY TODAY (.1) ; TELEPHONE CONFERENCE WITH CHAMBERS RE: ORDERS NEEDING TO BE RE-SUBMITTED ; E-MAIL ORDERS TO JUDGE (.2)	0.30 126.00
12/22/2010	AG	TELEPHONE CONFERENCE WITH MB AND RR PROFESSIONALS RE: DISCUSS BUDGET; OPERATIONS GOING FORWARD	1.90 997.50
12/23/2010	AG	TELEPHONE CONFERENCE WITH MB AND RR PROFESSIONALS RE: GOING FORWARD OPERATIONS	0.50 262.50
	AG	REVIEW LEASES TO BE FORWARDED TO VF	0.30 157.50
12/30/2010	AS	TELEPHONE CONFERENCE WITH DEBTOR RE: POST CONFIRMATION BUSINESS OPERATION	1.00 550.00

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ROCK & REPUBLIC ENTERPRISES, INC.

RE: BUSINESS OPERATIONS

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January 18, 2011

CLIENT NO: 11931-0005M  
STATEMENT NO: 209664

	<u>TIME</u>	
TOTAL LEGAL SERVICES THIS MATTER	14.10	7,374.50
TOTAL CURRENT WORK		7,374.50
TOTAL THIS MATTER		<u>\$7,374.50</u>
TOTAL DUE THIS MATTER		<u>\$7,374.50</u>

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ATTN: ARMANDO ARCE, JR.

Page: 1  
January 18, 2011  
CLIENT NO: 11931-0006M  
STATEMENT NO: 209665

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RE: CLAIMS ADMINISTRATION & OBJECTIONS

LEGAL SERVICES

		<u>TIME</u>
12/01/2010	SGR CONFERENCE WITH BRUCE LEDERMAN AND JILL MAKOWER RE: ANTICIPATORY BREACH AND ARGUING INABILITY TO PERFORM VERSUS ABILITY TO PERFORM; COMPLETE DRAFT OF SECTION RE: SPECULATIVE DAMAGES, INSTRUCT IN UPDATING DRAFT BRIEF TO INCLUDE SPECULATIVE DAMAGES	1.50 375.00
BNL	MEET WITH SARAH GREENBERG AND JILL MAKOWER RE: BRIEF; REVIEW LATEST DRAFT OF BRIEF	2.20 1,210.00
SGR	REVIEW TRANSCRIPT OF TESTIMONY OF HENRY HAY RE: EXPECTED RENT; DISCUSSION WITH JILL MAKOWER RE: TESTIMONY	0.50 125.00
AS	REVIEW REVISIONS TO MEMORANDUM OF LAW RE: 144 SPRING	2.00 1,100.00
AG	REVISE SPRING ST. TRIAL BRIEF	5.90 3,097.50
JLM	CONTINUE TO DRAFT AND REVIEW AND REVISE TRIAL BRIEF FOR 144 SPRING STREET	11.00 4,620.00
JLM	E-MAIL TO A. GOLDSTEIN AND S. GREENBERG RE: MY REVISIONS TO SPRING STREET BRIEF (.1); MEET WITH B. LEDERMAN AND S. GREENBERG RE: DOING ADDITIONAL RESEARCH ON ONE OF OUR DEFENSES (.4); REVIEW S. GREENBERG'S INSERT TO BRIEF (.3)	0.80 336.00
12/02/2010	BNL REVIEW LATEST DRAFT OF DEBTORS' BRIEF	2.40 1,320.00
BNL	CONTINUED REVIEW OF JILL'S MODIFICATIONS TO BRIEF	0.30 165.00
SGR	CONFERENCE WITH ALEX SPIZZ, JILL MAKOWER, ARTHUR GOLDSTEIN AND BRUCE LEDERMAN RE: FINAL EDITS TO TRIAL BRIEF (2.5); CONDUCT RESEARCH RE: NEW YORK STATE LAW ELEMENTS OF	

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

Page: 2

January 18, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209665

RE: CLAIMS ADMINISTRATION & OBJECTIONS

		<u>TIME</u>
	LEASE, SEARCH RECENT CASE LAW, DRAFT ADDITIONAL PORTION OF BRIEF RE: ELEMENTS OF LEASE (2.5); REVISE BRIEF, INPUT CHANGES, PROOF READ AND INSERT ADDITIONAL MATERIAL (3)	8.00 2,000.00
AS	MEETING WITH GROUP RE: FINAL EDITS TO MEMORANDUM	2.00 1,100.00
AS	FURTHER REVIEW OF 144 TRIAL MEMO	1.50 825.00
AG	REVISE SPRING ST. BRIEF; CONFERENCE WITH A. SPIZZ, S. GREENBERG AND J. MAKOWER RE: REVISIONS	4.10 2,152.50
JLM	RESEARCH FOR SPRING STREET ON DOCTRINE OF PREVENTION OF PERFORMANCE (.6); CONFERENCE WITH A. GOLDSTEIN RE: REVISING THE ORDER OF CERTAIN SECTIONS OF THE TRIAL BRIEF (.2); REVISE BRIEF TO SWITCH ORDER (.4); REVIEW AND REVISE INTRODUCTION OF TRIAL BRIEF (.5); MEET WITH A. SPIZZ, A. GOLDSTEIN, B. LEDERMAN AND SARAH GREENBERG TO DISCUSS TRIAL BRIEF (2.5); REVISE BRIEF BY ADDING PARAGRAPHS TO SECTION ON DUTY TO PERFORM (.5); REVIEW COMMENTS MADE DURING TODAY'S MEETING AND REVISE BRIEF ACCORDINGLY (1.0); PROOFREAD CHANGES TO BRIEF DURING TODAY'S MEETING (.7); RESEARCH ON FREE RENT CASES AND REVISE BRIEF TO ADD PARAGRAPH RE: SAME (.9); CHECK CITES AND FILL IN MISSING CITES (.8); RESEARCH RE: STRUCTURAL CHANGES; E-MAILS TO A. SPIZZ, B. LEDERMAN AND SARAH GREENBERG RE: SAME; REVISE BRIEF TO ADD SAME (.9)	9.00 3,780.00
12/03/2010	BNL WORK ON BRIEF; REVIEW CASES	3.40 1,870.00
SGR	PROOF AND REVISE FINAL VERSIONS OF TRIAL BRIEF; INPUT CHANGES AND CONFERENCE RE: FINAL EDITS; REVIEW TABLE OF AUTHORITIES AND OVERSEE ELECTRONIC SUBMISSION	5.50 1,375.00
JLM	RE: 144 SPRING STREET - E-MAIL TO A. SPIZZ, A. GOLDSTEIN, B. LEDERMAN AND SARAH GREENBERG RE: LOST INCOME ISSUE AND PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <u>lnewman@tnsj-law.com</u>	

ROCK &amp; REPUBLIC ENTERPRISES, INC.

Page: 3

January 18, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209665

RE: CLAIMS ADMINISTRATION &amp; OBJECTIONS

		<u>TIME</u>
	CONFERENCE WITH A. SPIZZ RE: SAME AND CONFERENCE WITH SARAH GREENBERG RE: SAME (.3) ; REVISE BRIEF RE: SAME (.5)	0.80      336.00
JLM	REVIEW AND REVISE SPRING STREET TRIAL BRIEF; CONFERENCE WITH B. LEDERMAN RE: HIS REVISIONS TO BRIEF; CHECK CITATIONS AND REVISE BRIEF ACCORDINGLY; CONFERENCE WITH A. SPIZZ AND SARAH GREENBERG RE: MY REVISIONS TO BRIEF; CONFERENCES WITH SARAH GREENBERG RE: REVISING BRIEF; PROOFREAD EVERYONE'S REVISIONS TO BRIEF AND REVISE BRIEF	4.80      2,016.00
JLM	CONFERENCE WITH A. SPIZZ RE: FREE RENT ISSUE (.2) ; OBTAIN COPY OF 2 CASES FOR A. SPIZZ RE: SAME AND E-MAILS TO A. SPIZZ RE: SAME (.4)	0.60      252.00
JLM	REVIEW COMMITTEE'S RESPONSE TO LANDLORD'S BRIEF AND E-MAILS TO A. SPIZZ AND A. GOLDSTEIN RE: SAME	0.20      84.00
JLM	REVIEW AND REVISE TABLE OF AUTHORITIES FOR TRIAL BRIEF AND MAKE CORRESPONDING CHANGES TO BRIEF	1.30      546.00
JLM	CONFERENCE WITH A. SPIZZ AND E-MAILS WITH A. SPIZZ AND A. GOLDSTEIN RE: STATUS OF BRIEF AND SERVING BRIEF (.2) ; COORDINATE E-FILING AND SERVE BRIEF BY E-MAIL (.2)	0.40      168.00
12/06/2010		
AS	TELEPHONE CONFERENCE WITH SIMMS SEGAL'S ATTORNEY RE: DISCOVERY CONFERENCE	0.80      440.00
AG	REVIEW FINAL TRIAL BRIEF RE: SPRING ST. ; DISCUSSION WITH J. MAKOWER	2.10      1,102.50
AG	REVIEW TRANSFERRED CLAIMS - COMPARE WITH SCHEDULED AMOUNTS	0.50      262.50
JLM	DRAFT LETTER TO JUDGE ENCLOSING SPRING STREET TRIAL BRIEF; PREPARE CHAMBERS' COPY OF BRIEF	0.30      126.00

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209665

RE: CLAIMS ADMINISTRATION & OBJECTIONS

			<u>TIME</u>	
12/07/2010	AG	REVIEW TRANSFERRED CLAIMS SCHEDULE - DOCKET - RECENT TRANSFERRED CLAIMS; E-MAILS TO CLIENT	2.70	1,417.50
12/08/2010	SDO	DEBTORS TRIAL BRIEF - REVIEW - ANALYSIS - DISCUSS	1.40	784.00
12/09/2010	AS	TELEPHONE CONFERENCE WITH MODANSKY, ACCOUNTANT RE: SIMMS SEGAL CLAIM	0.60	330.00
	AG	REVIEW CLAIMS TRANSFER	0.90	472.50
	SDO	CONFERENCE RE: NEW OFFER AND ALTERNATIVES ETC.; BRIEF ON LEASE ISSUE	0.70	392.00
12/10/2010	SGR		0.00	
	AS	TELEPHONE CONFERENCE WITH ATTORNEY FOR SIMMS SEGAL RE: DISCOVERY	0.60	330.00
	AS	TELEPHONE CONFERENCE WITH ED BLOOMBERG RE: DEPOSITION	0.30	165.00
	AG	TELEPHONE CONFERENCES WITH CLIENT RE: CLAIMS; REVIEW CLAIMS	0.90	472.50
	AG	REVIEW NEW PACIFIC DECLARATION	0.90	472.50
12/17/2010	AS	TELEPHONE CONFERENCE WITH ATTORNEY FOR CREDITOR LABEL TEX - FILING LATE CLAIM	0.30	165.00
12/21/2010	AS	TELEPHONE CONFERENCE WITH TIFFANY BUXTON RE: SIMMS SEGAL - DISCOVERY SCHEDULE	0.80	440.00
	AS	DRAFT SCHEDULE ORDER - PER COMMENTS WITH BUXTON	1.00	550.00
12/22/2010	AS	REVIEW AND REVISED PROPOSED SCHEDULING ORDER AND E-MAIL TO BUXTON RE: SIMMS SEGAL	0.50	275.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209665

RE: CLAIMS ADMINISTRATION & OBJECTIONS

		<u>TIME</u>	
	AS DRAFT RESPONSE TO 144 SPRING RE: SCHEDULE OF DAMAGES	1.20	660.00
12/23/2010	AS REVIEW REVISED SCHEDULING ORDER AND TELEPHONE CONFERENCE WITH TIFFANY BUXTON - SIMMS SEGAL	1.00	550.00
	AG REVIEW SIMMS SEGAL SCHEDULING ORDER	0.30	157.50
12/27/2010	AG TELEPHONE CONFERENCE WITH SIMMS SEGAL ATTORNEY RE: SCHEDULING ORDER	0.40	210.00
12/28/2010	AG TELEPHONE CONFERENCE WITH ATTORNEY FOR SIMMS SEGAL RE: SCHEDULING ORDER (.2); TELEPHONE CONFERENCE WITH CHAMBERS (.2); SCHEDULE ORDER AND E-MAIL TO CHAMBERS (.2)	0.60	315.00
	AG E-MAILS WITH COMMITTEE COUNSEL RE: SIMMS SEGAL CLAIMS OBJECTION	0.30	157.50
	AG REVIEW CLAIMS ANALYSIS	0.80	420.00
	TOTAL LEGAL SERVICES THIS MATTER	88.10	<u>39,520.00</u>
	TOTAL CURRENT WORK		39,520.00
	TOTAL THIS MATTER		<u>\$39,520.00</u>
	TOTAL DUE THIS MATTER		<u>\$39,520.00</u>

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**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.**

425 PARK AVENUE  
NEW YORK, N.Y. 10022

TELEPHONE (212) 754-9400  
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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

Page: 1

January 18, 2011

CLIENT NO: 11931-0008M  
STATEMENT NO: 209666

ATTN: ARMANDO ARCE, JR.

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RE: FEE APPLICATIONS

LEGAL SERVICES

		<u>TIME</u>	
12/07/2010	JLM	TELEPHONE CONFERENCE WITH A. HAFKIN RE: STATUS OF MTA'S SERVICES AND RE: WHETHER MTA WILL FILE AN INTERIM FEE APPLICATION; E-MAIL WITH A. GOLDSTEIN RE: SAME	0.30 126.00
12/13/2010	JLM	E-MAIL TO M. HUGHES OF MOSS ADAMS RE: FEE APPLICATION	0.20 84.00
	JLM	E-MAIL TO REMINDER TO ALL PROFESSIONALS RE: FEE APPLICATIONS	0.10 42.00
	AG	REVIEW TRAUB FEE APP	0.40 210.00
12/14/2010	JLM	E-MAIL TO M. HUGHES RE: FEE APPLICATION	0.10 42.00
12/15/2010	JLM	E-MAIL TO MTA RE: FEE APPLICATION	0.10 42.00
12/16/2010	JLM	E-MAIL TO J. RENERT RE: INTERIM FEE APPLICATIONS	0.10 42.00
12/17/2010	JLM	REVIEW AND MARK UP COLEMAN FROST SECOND INTERIM FEE APPLICATION; E-MAIL TO COLEMAN FROST RE: SAME; REVIEW REVISED APPLICATION; E-MAILS TO J. CLARK (PARALEGAL) RE: SAME	0.50 210.00
12/20/2010	JLM	BEGIN TO DRAFT TNSJ FEE APPLICATION (.5); E-MAILS TO A. SPIZZ AND A. GOLDSTEIN AND M. BALMORI RE: FEES AND EXPENSES (.1); REVIEW REVISED COLEMAN FROST FEE APPLICATION AND E-MAILS TO J. CLARK TO FINALIZE SAME (.3); E-MAILS WITH N. ENTHOVER AND J. LISO RE: ATLAS FEE APPLICATION AND E-MAIL TO C. MANDERSON RE: MSM FEE APPLICATION (.2)	1.10 462.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0008M  
STATEMENT NO: 209666

RE: FEE APPLICATIONS

TIME

12/21/2010

JLM CONTINUE TO DRAFT TNSJ SECOND INTERIM FEE APPLICATION (1.0); REVIEW AND REVISE COLEMAN FROST SECOND INTERIM FEE APPLICATION AND E-MAILS TO J. CLARK RE: SAME (.2); REVIEW AND REVISE ATLAS SECOND INTERIM FEE APPLICATION AND E-MAILS TO N. ENTHOVER RE: SAME (.3) 1.50 630.00

AG REVIEW MONTHLY FEE STATUS OF PROFESSIONALS 1.20 630.00

12/22/2010

JLM ASSIST J. CLARK IN FINALIZING COLEMAN FROST FEE APPLICATION (.2); E-MAILS WITH N. ENTHOVER RE: RETAINER THAT ATLAS IS HOLDING (.2); PREPARE COVER SHEET FOR ATLAS SECOND INTERIM FEE APPLICATION (.2); REVISE ATLAS SECOND INTERIM FEE APPLICATION (.4); CONTINUE TO DRAFT TNSJ SECOND INTERIM FEE APPLICATION (1.0) 2.00 840.00

12/23/2010

AG REVIEW INTERIM FEE APP/COLEMAN FROST 0.50 262.50

JLM CONTINUE TO DRAFT TNSJ SECOND INTERIM FEE APPLICATION 2.00 840.00

12/27/2010

JLM E-MAIL TO M. BALMORI AND B. GONSALVES AND A. GOLDSTEIN RE: TNSJ SECOND INTERIM FEE APPLICATION TIME AND EXPENSES 0.20 84.00

12/28/2010

JLM E-MAIL TO N. ENTHOVER RE: ATLAS SECOND INTERIM FEE APPLICATION; CONFERENCE WITH A. GOLDSTEIN RE: STATUS OF FEE APPLICATIONS; E-MAILS WITH C. MANDERSON TO FOLLOW UP FOR MSM FEE APPLICATION; TELEPHONE CONFERENCE WITH C. MANDERSON RE: STATUS OF FEE APPLICATION 0.30 126.00

JLM CONTINUE TO DRAFT AND REVISE TNSJ SECOND INTERIM FEE APPLICATION AND EXHIBIT "B" THERETO 1.00 420.00

JLM CONFERENCE WITH A. GOLDSTEIN RE: DRAFT OF  
PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

Page: 3

January 18, 2011

CLIENT NO: 11931-0008M

STATEMENT NO: 209666

RE: FEE APPLICATIONS

		<u>TIME</u>
	TNSJ SECOND INTERIM FEE APPLICATION AND INFORMATION MISSING RE: MONIES RECEIVED FOR FEES AND EXPENSES BILLED IN FIRST INTERIM FEE PERIOD AND RE: MONIES RECEIVED FOR FEES AND EXPENSES BILLED IN SECOND INTERIM FEE PERIOD; E-MAIL TO M. BALMORI RE: SAME	0.20      84.00
12/29/2010		
AG	REVIEW AND REVISE FEE APPLICATION TIME SHEETS	1.10      577.50
JLM	WORK ON FINALIZING TNSJ SECOND INTERIM FEE APPLICATION AND EXHIBITS; WORK WITH A. GOLDSTEIN AND M. BALMORI TO DETERMINE WHAT AMOUNTS WERE PAID FOR FIRST INTERIM FEE PERIOD AND WHAT AMOUNTS WERE PAID FOR SECOND INTERIM FEE PERIOD (1.0); E-MAILS TO TNSJ ATTORNEYS TO FIND OUT DATE OF ADMISSION (FOR EXHIBIT "B" TO FEE APPLICATION) (.2)	1.20      504.00
JLM	REVIEW ATLAS SECOND INTERIM FEE APPLICATION AND PREPARE SAME WITH EXHIBITS FOR FILING (.2)	0.20      84.00
JLM	FINALIZE TNSJ SECOND INTERIM FEE APPLICATION AND PREPARE SAME WITH EXHIBITS FOR SERVICE AND FILING	0.30      126.00
JLM	E-MAIL TO J. RENERT RE: FEE APPLICATION HEARING DATE AND CONFERENCE WITH A. GOLDSTEIN RE: SAME	0.10      42.00
JLM	REVIEW MSM SECOND INTERIM FEE APPLICATION AND MARK-UP SAME AND E-MAIL COMMENTS TO C. MANDERSON (.4); E-MAIL COMMITTEE, U.S. TRUSTEE, ETC. WITH MSM'S OCTOBER FEE STATEMENT AND NOVEMBER FEE STATEMENT AND COORDINATE E-FILING OF SAME (.2)	0.60      252.00
12/30/2010		
JLM	CONFERENCE WITH B. GONSALVES RE: FILING OF TNSJ SECOND INTERIM FEE APPLICATION AND EXHIBITS	0.10      42.00
JLM	E-MAIL TO J. RENERT RE: FEE APPLICATIONS	0.10      42.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

Page: 4

January 18, 2011

CLIENT NO: 11931-0008M  
STATEMENT NO: 209666

RE: FEE APPLICATIONS

		<u>TIME</u>
JLM	REVIEW REVISED MSM SECOND INTERIM FEE APPLICATION (.2); E-MAIL AND CONFERENCE WITH B. GONSALVES RE: FILING OF SAME WITH EXHIBITS AND FILING OF OCTOBER AND NOVEMBER FEE STATEMENTS (.2)	0.40
		<u>168.00</u>
	TOTAL LEGAL SERVICES THIS MATTER	15.90
		<u>7,014.00</u>
	TOTAL CURRENT WORK	7,014.00
		<u>7,014.00</u>
	TOTAL THIS MATTER	<u>\$7,014.00</u>
		<u>\$7,014.00</u>
	TOTAL DUE THIS MATTER	<u>\$7,014.00</u>

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3523 EASTHAM DRIVE  
CILVER CITY CA 90232

Page: 1  
January 18, 2011  
CLIENT NO: 11931-0009M  
STATEMENT NO: 209667

ATTN: ARMANDO ARCE, JR.

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RE: FEE/EMPLOYMENT OBJECTIONS

**LEGAL SERVICES**

		<u>TIME</u>	
12/01/2010	JLM APPEARANCE AT HEARING ON SPECIAL TAX COUNSEL RETENTION; CONFERENCE WITH A. GOLDSTEIN AND A. SPIZZ RE: SAME	1.50	630.00
12/06/2010	JLM CONFERENCE WITH A. SPIZZ RE: ARENT FOX FEE APPLICATION	0.10	42.00
	TOTAL LEGAL SERVICES THIS MATTER	<u>1.60</u>	<u>672.00</u>
	TOTAL CURRENT WORK		672.00
	TOTAL THIS MATTER		<u>\$672.00</u>
	TOTAL DUE THIS MATTER		<u>\$672.00</u>

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**NEW YORK, N.Y. 10022**

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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

Page: 1  
January 18, 2011  
CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

ATTN: ARMANDO ARCE, JR.

RE: PLAN & DISCLOSURE STATEMENT

**LEGAL SERVICES**

		<u>TIME</u>
12/06/2010		
AS	TELEPHONE CONFERENCE WITH DEBTOR - VARIOUS PLAN OPTION	0.50 275.00
AS	TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONALS RE: MEETING WITH COMMITTEE	0.80 440.00
AG	REVISE PLAN	1.90 997.50
12/07/2010		
AS	REVIEW DRAFT APA AND PLAN FROM COMMITTEE	2.00 1,100.00
AS	TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONALS RE: COMMITTEE PLAN	1.90 1,045.00
AS	TELEPHONE CONFERENCE WITH CRO RE: COMMITTEE PLAN	0.40 220.00
JLM	CONFERENCE WITH A. SPIZZ AND A. GOLDSTEIN RE: STATUS OF ASSET PURCHASE AGREEMENT	0.40 168.00
JLM	E-MAIL TO A. SPIZZ RE: PREPARING AND FILING AN EXCLUSIVITY MOTION TOMORROW WITH MOTION TO SHORTEN TIME	0.20 84.00
12/08/2010		
JLM	TELEPHONE CONFERENCE CALL WITH A. SPIZZ, A. GOLDSTEIN, G. LURIE, M. BALL, J. STEINBERG, ET AL. (1.4); CONFERENCE WITH A. SPIZZ AND A. GOLDSTEIN AFTER THE CONFERENCE CALL (.1)	1.50 630.00
AS	REVIEW PLAN AND DISCLOSURE STATEMENT SENT BY COMMITTEE COUNSEL WITH CRO	2.00 1,100.00
AS	MEETING WITH COMMITTEE AND POTENTIAL IP PURCHASER	3.00 1,650.00
AS	TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONAL RE: COMMITTEES PROPOSED PLAN	1.50 825.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>
	JLM CONFERENCE WITH A. SPIZZ RE: INFORMATION I NEED FOR DRAFTING MOTION TO EXTEND EXCLUSIVITY (.1); DRAFT 4TH EXCLUSIVITY MOTION (2.0); DRAFT PROPOSED ORDER (.4); DRAFT MOTION TO SHORTEN TIME (1.0); DRAFT EX PARTE ORDER SHORTENING TIME (.4); CONFERENCE WITH A. GOLDSTEIN RE: EXCLUSIVITY MOTION (.1); REVISE EXCLUSIVITY MOTION AND MOTION TO SHORTEN TIME (.4); DRAFT LETTER TO AND E-MAIL TO JUDGE ENCLOSING SAME (.3); TELEPHONE CONFERENCE WITH LAW CLERK RE: SAME (.2)	4.90      2,058.00
12/09/2010	AS TELEPHONE CONFERENCE WITH RE: COMMITTEE PLAN AND ALTERNATIVES	1.50      825.00
	AS TELEPHONE CONFERENCE WITH CRO RE: MEETING WITH COMMITTEE	0.60      330.00
	JLM REVIEW SIGNED EXCLUSIVITY SCHEDULING ORDER; E-MAIL TO A. SPIZZ AND A. GOLDSTEIN RE: SAME; CALENDAR HEARING DATE; SERVE SAME BY E-MAIL	0.40      168.00
12/10/2010	AS TELEPHONE CONFERENCE WITH PROFESSIONALS RE: COMMITTEE PLAN	1.00      550.00
	AS 3 TELEPHONE CONFERENCES WITH COMMITTEE PROFESSIONALS	1.00      550.00
	AS DRAFT TERM SHEET FOR CONSENSUAL PLAN	0.70      385.00
	AG TELEPHONE CONFERENCE WITH CLIENT AND PROFESSIONALS RE: UF PROPOSAL	2.10      1,102.50
	AG REVIEW COMMITTEE PLAN	0.70      367.50
	JLM CONFERENCES WITH A. SPIZZ AND A. GOLDSTEIN RE: STATUS OF ASSET PURCHASE AGREEMENT, ETC. (.4); CONFERENCE CALL RE: ASSET PURCHASE AGREEMENT (1.0)	1.40      588.00
12/13/2010	JLM REVIEW RKF'S OBJECTION TO DEBTORS' FOURTH EXCLUSIVITY MOTION; CONFERENCE WITH A. PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <u>lnewman@tnsj-law.com</u>	

ROCK &amp; REPUBLIC ENTERPRISES, INC.

Page: 3

January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN &amp; DISCLOSURE STATEMENT

			<u>TIME</u>	
	GOLDSTEIN RE: SAME		0.20	84.00
JLM	PREPARATION OF REVISED EXCLUSIVITY ORDER AND E-MAIL SAME WITH REDLINE TO COMMITTEE COUNSEL		0.20	84.00
AS	CONFERENCE WITH CRO RE: PLAN OPTIONS		1.00	550.00
AS	E-MAIL WITH BAN DURRER, ATTORNEY FOR RKF RE: EXCLUSIVITY EXTENSION		0.60	330.00
AS	TELEPHONE CONFERENCE WITH CHRIS MANDERSON, CORP. COUNSEL RE: COMMITTEE PLAN		0.20	110.00
AS	TELEPHONE CONFERENCE WITH COMMITTEE'S PROFESSIONAL RE: JOINT PLAN		1.00	550.00
AS	MARK UP OF PROPOSAL PLAN TO SUBMIT TO COMMITTEE		3.50	1,925.00
AG	REVIEW DRAFT LIQ. PLAN		3.10	1,627.50
AG	MARK UP DRAFT COMMITTEE PLAN		2.10	1,102.50
AG	REVIEW RKF APPPOSITION TO EXCLUSIVITY MOTION		0.20	105.00
12/14/2010				
AG	TELEPHONE CONFERENCE WITH COMMITTEE AND PROSPECTIVE PURCHASER'S PROFESSIONALS RE: COMMENTS TO APA AND PLAN		1.50	787.50
AG	REVIEW DRAFT APA		2.70	1,417.50
AG	TELEPHONE CONFERENCE WITH CM RE: COMMENTS TO DRAFT APA		1.00	525.00
AG	TELEPHONE CONFERENCE WITH R. RUBENFELD PROFESSIONALS RE: DISCUSS PROSPECTIVE PURCHASER AND COMMITTEE RESPONSE		1.00	525.00
AG	FOLLOW UP TELEPHONE CONFERENCE WITH COMMITTEE ND PROSPECTIVE PURCHASER'S PROFESSIONALS RE: ADDITIONAL COMMENTS TO PROPOSED APA AND PLAN		1.20	630.00
JLM	DRAFT REPLY TO RKF OBJECTION TO EXCLUSIVITY MOTION (1.1); CONFERENCE WITH A. SPIZZ RE: PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <u><a href="mailto:lnewman@tnsj-law.com">lnewman@tnsj-law.com</a></u>			

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

TIME

SAME (.1); CONFERENCE WITH A. GOLDSTEIN RE:  
SAME AND REVIEW A. GOLDSTEIN'S REVISIONS  
(.2); PROOFREAD REPLY AND REVISE FURTHER  
(.3); LETTER TO JUDGE ENCLOSING REPLY (.3);  
COORDINATE FILING AND SERVICE OF REPLY  
(.3); TELEPHONE CONFERENCE WITH CHAMBERS TO  
ADVISE THEM OF FILING OF REPLY (.2)

2.40 1,008.00

AS TELEPHONE CONFERENCE WITH COMMITTEE AND  
PROPOSED PURCHASER

1.50 825.00

AS TELEPHONE CONFERENCE WITH DEBTOR RE:  
TELEPHONE CONFERENCE WITH COMMITTEE AND  
PROPOSED PURCHASER

1.00 550.00

AS FOLLOW UP ON TELEPHONE CONFERENCE WITH  
COMMITTEE AND PROPOSED PURCHASER

1.20 660.00

AS TELEPHONE CONFERENCE WITH CHRIS MANDERSON -  
CORP. COUNSEL RE: APA

0.40 220.00

12/15/2010

JLM REVIEW PLAN (1.5); CONFERENCE CALL WTH A.  
GOLDSTEIN AND C. MANDERSON AND M. WALLACE  
(.7); CONFERENCE CALL WITH A. GOLDSTEIN, A.  
SPIZZ, COMMITTEE AND ASSET PURCHASER (2.2);  
CONFERENCE WITH A. SPIZZ, A. GOLDSTEIN AND  
C. MANDERSON (.20; REVIEW E-MAILS FROM C.  
MANDERSON AND A. GOLDSTEIN (.1)

4.70 1,974.00

AS REVIEW REVISED APA - SENT BY COMMITTEE

1.50 825.00

AS TELEPHONE CONFERENCE WITH DEBTOR RE:  
REVISED APA

1.00 550.00

AS TELEPHONE CONFERENCE WITH PURCHASER AND CC

2.50 1,375.00

AG REVIEW DRAFT JOINT PLAN AND COMMENTS TO APA

2.90 1,522.50

AG TELEPHONE CONFERENCE WITH CHRIS MANDERSON  
AND MARK WALLACE RE: DISCUSS TAX PLAN  
ISSUES

1.00 525.00

AG TELEPHONE CONFERENCE WITH PROFESSIONALS OF  
CREDITORS COMMITTEE AND PROSPECTIVE  
PURCHASER RE: PLAN COMMENT AND ISSUES

2.10 1,102.50

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
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LAURIE NEWMAN AT EXTENSION 309 OR [lnewman@tnsj-law.com](mailto:lnewman@tnsj-law.com)

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>	
	AG TELEPHONE CONFERENCE WITH CHRIS AND A. SPIZZ; DISCUSS OUTSTANDING ISSUES TO PLAN DRAFT	0.40	210.00
12/16/2010	AS REVIEW REVISIONS AND DRAFT OF PLAN AND REORG. AND APA	4.00	2,200.00
	AS TELEPHONE CONFERENCE WITH COMMITTEE AND POTENTIAL PURCHASER	1.50	825.00
	AS TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONALS RE: REVISED PLAN AND DISCLOSURE STATEMENT	1.30	715.00
	AS REVIEW PROPOSAL DISCLOSURE STATEMENT PRESENTED BY COMMITTEE	2.00	1,100.00
	AS TELEPHONE CONFERENCE WITH ATLAS ADVISOR AND PROSPECTIVE PURCHASER - APA ISSUES	0.40	220.00
	AG TELEPHONE CONFERENCE WITH COMMITTEE ATTORNEYS RE: TAX ISSUES FOR PLAN STRUCTURE	0.80	420.00
	AG REVIEW DRAFT APA AND PLAN; DISCUSSION WITH A. SPIZZ	6.70	3,517.50
	AG TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL RE: ISSUES	0.40	210.00
	AG TELEPHONE CONFERENCE WITH 3rd PARTY AND COMMITTEE PROFESSIONALS RE: DISCUSS APA AND PLAN ISSUES	1.10	577.50
	AG TELEPHONE CONFERENCE WITH R. RUBENFELD PROFESSIONALS RE: APA AND PLAN ISSUES	1.20	630.00
	AG REVIEW REVISED PLAN AND APA (PM DRAFT)	0.60	315.00
	AG DISCUSS PLAN TERMS WITH MB	0.40	210.00
	AG TELEPHONE CONFERENCE WITH MARK WALLACE RE: TAX ISSUES AND PROPOSED STRUCTURE	0.50	262.50
	AG TELEPHONE CONFERENCE WITH CHRIS MANDERSON RE: APA AND PLAN ISSUES	0.40	210.00

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LAURIE NEWMAN AT EXTENSION 309 OR lnewman@tnsj-law.com

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>	
JLM	REVIEW REVISED PLAN	1.00	420.00
JLM	TELEPHONE CONFERENCE CALL WITH A. GOLDSTEIN, COMMITTEE, ARENT FOX, IP ATTORNEYS IN WASHINGTON D.C., C. MANDERSON, ETC. RE: ASSET PURCHASE AGREEMENT AND PLAN (1.0) TELEPHONE CONFERENCE WITH A. GOLDSTEIN AND C. MANDERSON RE: SAME AND E-MAILING M. WALLACE (.1)	1.10	462.00
JLM	REVIEW AND REVISE DISCLOSURE STATEMENT (2.8); CONFERENCE CALL RE: PLAN AND ASSET PURCHASE AGREEMENT ISSUES (1.1); REVIEW REVISED ASSET PURCHASE AGREEMENT (.5); REVIEW NOTES AND DRAFT LIST OF ITEMS THAT THE LIQUIDATING TRUST AGREEMENT SHOULD INCLUDE (1.5); E-MAILS WITH A. SPIZZ AND A. GOLDSTEIN RE: QUESTIONS ON ASSET PURCHASE AGREEMENT (.2)	6.10	2,562.00
12/17/2010			
AS	NEGOTIATION AND REVIEW OF DOCUMENT IN CONNECTION WITH JOINT PLAN OF REORG.	12.00	6,600.00
AG	REVIEW AND REVISE DRAFT APA, DISCLOSURE STATEMENT AND PLAN	8.00	4,200.00
AG	2 TELEPHONE CONFERENCES WITH CLIENT RE: DRAFT DOCUMENTS	1.50	787.50
AG	REVIEW PROPOSED SCHEDULES TO APA AND PLAN	1.10	577.50
AG	TELEPHONE CONFERENCES WITH PROSPECTIVE PURCHASER AND ALL PROFESSIONALS RE: DRAFT APA AND PLAN	3.10	1,627.50
AG	TELEPHONE CONFERENCES WITH CHRIS MANDERSON RE: DRAFT DOCUMENTS	1.50	787.50
JLM	CONTINUE TO REVIEW AND REVISE DISCLOSURE STATEMENT AND E-MAIL REVISIONS TO J. RENERT (2.0); CONFERENCE WITH A. GOLDSTEIN RE: STATUS (.2)	2.20	924.00
JLM	REVIEW REVISED DISCLOSURE STATEMENT AND PROVIDE ADDITIONAL COMMENTS TO J. RENERT (1.5); REVIEW REVISED PLAN (.6); E-MAIL TO <i>PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <a href="mailto:lnewman@tnsj-law.com">lnewman@tnsj-law.com</a></i>		

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>
	A. GOLDSTEIN RE: QUESTIONS ON PLAN (.1); REVIEW AND REVISE MOTION FOR APPROVAL OF DISCLOSURE STATEMENT AND E-MAIL REVISIONS TO J. RENERT (.4)	2.60 1,092.00
JLM	E-MAIL TO S. TOUB RE: ERROR ON ASSET PURCHASE AGREEMENT	0.20 84.00
12/18/2010	AG REVIEW REVISED DISCLOSURE STATEMENT	1.80 945.00
JLM	COME TO OFFICE TO PRINT REVISED DISCLOSURE STATEMENT, PLAN AND ASSET PURCHASE AGREEMENT E-MAILED BY WEIL AT 11:25 P.M YESTERDAY; E-MAILS WITH A. GOLDSTEIN RE: SAME AND STATUS; REVIEW REVISED PLAN AND ASSET PURCHASE AGREEMENT	3.20 1,344.00
12/19/2010	AG TELEPHONE CONFERENCE WITH J. MAKOWER RE: COMMENTS TO DISCLOSURE STATEMENT	0.40 210.00
AG	TELEPHONE CONFERENCE WITH G. SILBERT RE: LIQUIDATION ANALYSIS	0.40 210.00
AG	TELEPHONE CONFERENCE WITH G. LURIE RE: NEGOTIATION STATUS	0.10 52.50
JLM	TELEPHONE CONFERENCE WITH A. GOLDSTEIN RE: A. GOLDSTEIN'S COMMENTS ON DISCLOSURE STATEMENT (.2); REVIEW AND MARK-UP THE REVISED DISCLOSURE STATEMENT; SCAN AND E-MAIL MARK-UP TO COMMITTEE COUNSEL, A. SPIZZ AND A. GOLDSTEIN AND E-MAILS TO J. RENERT RE: LIQUIDATION ANALYSIS AND COMMENT ON PLAN (4.1)	4.30 1,806.00
12/20/2010	AS TELEPHONE CONFERENCE WITH CC AND PROPOSED PURCHASER	1.00 550.00
AS	REVIEW REVISIONS TO BUYER PROTECTION AND DISCLOSURE STATEMENT MOTION	1.00 550.00
AS	REVISIONS TO PRESS RELEASE	0.40 220.00
AG	REVIEW AND REVISE APA SCHEDULES; DISCLOSURE PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <u>lnewman@tnsj-law.com</u>	

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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January 18, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209668

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>		
	STATEMENT , MOTION TO APPROVE BREAK UP FEES ET AL., MOTION APPROVE DISCLOSURE STATEMENT	5.90	3,097.50	
AG	TELEPHONE CONFERENCE WITH RR PROFESSIONALS AND CLIENTS RE: LEASE STATUS	0.70	367.50	
AG	TELEPHONE CONFERENCE WITH ALL PROFESSIONALS RE: STATUS OF COMPLETING DOCUMENTS FOR FILING PLAN AND APA, DISCLOSURE STATEMENT	0.80	420.00	
AG	REVIEW PROPOSED ESCROW AGREEMENT	1.20	630.00	
AG	TELEPHONE CONFERENCE WITH GRAEME SILBERT RE: PROPOSED LIQUIDATION ANALYSIS	0.50	262.50	
JLM	CONFERENCE WITH A. GOLDSTEIN RE: STATUS OF PLAN AND ASSET PURCHASE AGREEMENT (.1); REVIEW REVISED DISCLOSURE STATEMENT AND MARK-UP SAME AND E-MAIL PROPOSED REVISIONS TO J. RENERT (.7); CONFERENCE CALL RE: FINAL DOCUMENTS (.5)	1.30	546.00	
JLM	PROOFREAD REVISED DISCLOSURE STATEMENT AND E-MAIL WITH J. RENERT RE: SAME (.2); REVIEW REVISED DISCLOSURE STATEMENT (.1); E-MAILS RE: FINAL DOCUMENTS (.1)	0.40	168.00	
12/21/2010	AG	REVIEW FILED MOTIONS - EXECUTED APA; DISCLOSURE STATEMENT AND PLAN	2.30	1,207.50
	AG	REVIEW AND REVISE ESCROW AGREEMENT; TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL RE: SAME	0.90	472.50
	AS	REVIEW TAX ANALYSIS FROM MARK WALLACE - SPECIAL TAX COUNSEL	0.60	330.00
12/22/2010	AG	TELEPHONE CONFERENCE WITH CREDITORS AND COUNSEL FOR LANDLORDS RE: PLAN	1.40	735.00
12/23/2010	AS	TELEPHONE CONFERENCE WITH STERLING RE: TRUST AGREEMENT	0.40	220.00
		TOTAL LEGAL SERVICES THIS MATTER	<hr/> 163.20	<hr/> 83,039.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

RE: PLAN & DISCLOSURE STATEMENT

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January 18, 2011

CLIENT NO: 11931-0010M

STATEMENT NO: 209668

TOTAL CURRENT WORK	83,039.00
TOTAL THIS MATTER	<u>\$83,039.00</u>
TOTAL DUE THIS MATTER	<u>\$83,039.00</u>

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**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.**  
**425 PARK AVENUE**  
**NEW YORK, N.Y. 10022**

TELEPHONE (212) 754-9400  
 FACSIMILE (212) 754-6262

ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

Page: 1

January 18, 2011

CLIENT NO: 11931-0013M  
 STATEMENT NO: 209669

ATTN: ARMANDO ARCE, JR.

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RE: LEASES/EXCUTORY CONTRACTS

LEGAL SERVICES

		<u>TIME</u>		
12/13/2010	AG	TELEPHONE CONFERENCE WITH ATTORNEY FOR EASTHAM RE: POSSIBLE SUBLEASE (.4); TELEPHONE CONFERENCE WITH S. BEIL RE: ARRANGE FOR ACCESS TO SPACE (.3)	0.70	367.50
	AG	E-MAILS WITH SILBERT RE: MONTHLY LEASE PAYMENTS	0.60	315.00
12/28/2010	AG	TELEPHONE CONFERENCE WITH SIMON PROPERTY ATTORNEY RE: CAMARILLO LEASE EXP. - LICENSE AGREEMENT (.3); REVIEW PROPOSED LICENSE AGREEMENT (.4)	0.70	367.50
12/29/2010	AG	REVIEW LICENSE AGREEMENT - CAMARILLO	0.50	262.50
		TOTAL LEGAL SERVICES THIS MATTER	<u>2.50</u>	<u>1,312.50</u>
		TOTAL CURRENT WORK		1,312.50
		TOTAL THIS MATTER		<u>\$1,312.50</u>
		TOTAL DUE THIS MATTER		<u>\$1,312.50</u>